



**SHEPHERD**  
**LAW GROUP, P.C.**  
Trade Secret & Noncompete Litigation

99 Summer Street • Suite 910  
Boston, Massachusetts 02110-1248  
phone 617.439.4200 • fax 617.439.4207  
www.sheplawgroup.com

RECEIVED  
JAN 22 4 10 43

RECEIVED  
JAN 22 2004

RECEIVED

JAN 26 2004

AAP

*by fax and first-class mail*

Alana A. Prills, Esq.  
Reece and Associates, P.C.  
One Bowdoin Square  
Boston, MA 02114

Re: *U.S. Foodservice, Inc. v. Arthur Tsebetzis, et al.*  
Civil Action No. 03-12603-RCL

Dear Ms. Prills:

Following Judge Lindsay's instructions, the parties have agreed to a hearing date of March 1, 2004, for Plaintiff's motion for preliminary injunction. The parties also agree that the Defendants' opposition to the motion for preliminary injunction will be filed on February 3, 2004. Furthermore, without waiving Defendants' arguments that the agreements are unenforceable, the parties agree that from now until March 1, 2004, John O'Hara, Arthur Tsebetzis, and Jeffrey E. Gross will abide by the terms of their individual nonsolicitation and nondisclosure agreements with U.S. Foodservices, Inc. While Steven Posin's nonsolicitation provisions have expired under the terms of his agreement, Mr. Posin agrees that he will not assist any of the above individuals in violating the terms of their nonsolicitation agreements with U.S. Foodservices, Inc., nor will he use any of U.S. Foodservice's confidential business information.

If this does not comport with your understanding of the standstill agreement please call me immediately.

Very truly yours,

Lurleen Manning

cc: Arthur Tsebetzis  
John O'Hara  
Jeffrey Gross  
Steven Posin  
Susan Grandis Brander, Esq.  
Victoria A. Cundiff, Esq.

Paul, Hastings, Janofsky & Walker LLP

75 East 55th Street, New York, New York 10022-3205

telephone 212-318-6000 / facsimile 212-319-4090 / internet www.paulhastings.com

**PaulHastings**

Atlanta  
Beijing  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Diego  
San Francisco  
Stamford  
Tokyo  
Washington, D.C.

(212) 318-6030  
victoriacundiff@paulhastings.com

January 30, 2004

31893.00042

**VIA FACSIMILE**

Lurleen Manning  
Shepherd Law Group, P.C.  
99 Summer Street, Suite 910  
Boston, MA 02110

Dear Ms. Manning:

I am writing to follow-up on your letter dated January 22, 2004, regarding the standstill agreement. As a clarification, please note that the Agreements signed by Arthur Tsebetzis, John J. O'Hara, and Jeffrey Gross prohibit them from both directly and indirectly soliciting customers or recruiting former USF employees. Thus, in addition to Steven Posin, Arthur Tsebetzis, John J. O'Hara, and Jeffrey Gross will agree that they will not assist each other or any other former USF employee in violating the terms of their non-solicitation, non-recruitment, and non-disclosure agreements with USF.

We will file both letters with the Court to memorialize this standstill agreement.

Sincerely,



Victoria A. Cundiff  
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

cc: Susan Grandis Brander, Esq.  
Alana A. Prills, Esq.

RECEIVED  
FEB 04 2004  
AAP

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

U.S. FOODSERVICE, INC.,

Plaintiff,

v.

ARTHUR TSEBETZIS, STEVEN  
POSIN, JOHN J. O'HARA, JEFFREY E.  
GROSS and AGAR SUPPLY, INC.,

Defendants.


Civil Action No. 03-12603-RCL

**CERTIFICATE OF SERVICE**

I, ALANA A. PRILLS, hereby certify that a true and correct copy of the letter and accompanying enclosures sent to the Civil Clerk's Office for the United States District Court for the District of Massachusetts for filing on this date to memorialize the standstill agreement between counsel was served by hand on this 4th day of February, 2004 upon the following:

Jay Shepherd, Esquire  
Shepherd Law Group, P.C.  
99 Summer Street, Suite 910  
Boston, Massachusetts 02110  
**Counsel for Defendants Arthur Tsebetzis, Steven Posin, John J. O'Hara and Jeffrey E. Gross**

Susan Grandis Brander, Esquire  
Bartlett Hackett Feinberg P.C.  
10 High Street, Suite 920  
Boston, Massachusetts 02110  
**Counsel for Defendant Agar Supply, Inc.**

  
Alana A. Prills